

JAN 7 '99

1-20PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

January 7, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of November 11, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: NorRail, Inc.  
308 12<sup>th</sup> Avenue South  
Buffalo, Minnesota 55313

Lessee: FMC Corporation  
1735 Market Street  
Philadelphia, Pennsylvania 19103

A description of the railroad equipment covered by the enclosed document is:

54 covered hopper railcars FMLX 066001 - FMLX 066054, inclusive

Mr. Vernon A. Williams  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY


DATE: 1/7/99

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 1/7/99 at 1:20 PM, and  
assigned recordation number(s). 21668-A, 21940, 21941, 21942, 21943  
21944, 21945, 21946, 21947 and 21947-A.

Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s) (10)

\$ 260.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount paid.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature 

JAN 7 '99

1-20PM

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of November 11, 1998, by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and FMC Corporation, a Pennsylvania Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Net Lease Agreement No. 1771 dated July 1, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the fifty-four (54) 5650 Cu. Ft. PD Covered Hopper railcars bearing the reporting marks and numbers FMLX066001 - FMLX066054, inclusive, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: NorRail, Inc.

By: [Signature]Its: V.P. SALKSBy: [Signature]  
**Bradley C. Gunstad**Its: Vice President & General Counsel

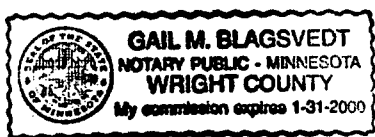
LESSEE: FMC Corporation

By: [Signature]Its: FEL MGRBy: [Signature]Its: Tramptb Stratzky

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 11<sup>th</sup> day of November, 1998 before me personally appeared Bradley C. Gunstad and L. Lee Struble to me personally known, who being by me duly sworn, says that they are the Vice President and General Counsel and Vice President, Sales, respectively, of NorRail, Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



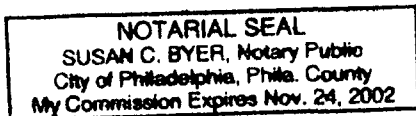
Gail M. Blagsvedt  
Notary Public

My commission expires: 1-31-2000

COMMONWEALTH OF PENNSYLVANIA, COUNTY OF PHILA. TO WIT:

On this 11<sup>th</sup> day of November, 1998 before me personally appeared, [Signature] and [Signature], to me personally known, who being by me duly sworn, says that they are the F. M. C. & Mrs. G. M. C. and, respectively of FMC Corporation, a Pennsylvania Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Susan C. Byer  
Notary Public

My commission expires: 11/24/2002